

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF MOTHERSON SUMI SYSTEMS LIMITED HELD ON THURSDAY, 02ND DAY OF JULY, 2020, AT 18:15 HOURS, AT SMG CORPORATE TOWER, PLOT NO.-1, SECTOR-127, NOIDA.

“RESOLVED THAT pursuant to (a) the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (b) enabling provisions in the Memorandum of Association of the Company; (c) relevant provisions of the Income-tax Act, 1961; and (d) recommendation of the Audit Committee of the Company, at their meeting held on July 02, 2020, and subject to, (i) approval of the requisite majority of the shareholders and creditors of the Company, subject to votes cast by the public shareholders of the Company in favour being more than the number of votes cast by the public shareholders against, pursuant to Annexure I(A)(9)(b) of Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017, as amended from time to time, issued by Securities and Exchange Board of India (“SEBI”); (ii) such approvals as may be necessary to be obtained from the SEBI and BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) where the equity shares of the Company are listed and any other statutory / regulatory authorities as may be required; (iii) sanction of the Hon’ble National Company Law Tribunal, Mumbai bench (“NCLT”), (iv) such terms, conditions, modifications which may be prescribed by any of them while granting such approval, consent, permission and/or sanction; and (v) compliance with all applicable securities laws, regulations and circulars, the consent of the Board be and is hereby accorded to the composite scheme of amalgamation and arrangement to be entered into amongst the Company, Samvardhana Motherson International Limited (“SAMIL”) and a wholly owned subsidiary of the Company which is in the process of being incorporated under the name ‘Motherson Sumi Wiring India Limited’ (“Resulting Company”) and their respective shareholders and creditors, to, (A) demerge the Domestic Wiring Harness Undertaking or DWH Undertaking (*as defined in the Scheme*) into the Resulting Company and (B) amalgamate SAMIL with the Company, by absorption, subsequent to the completion of the demerger referred to in (A), on the terms and conditions as stated in the draft Composite Scheme of Amalgamation and Arrangement (“Scheme”) placed before the Board (the transaction being referred to herein after as the “Proposed Transaction”).”

“RESOLVED FURTHER THAT in the opinion of the Board, the Scheme will be of advantage and be beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.”

“RESOLVED FURTHER THAT the report of the Audit Committee, dated July 02, 2020, duly signed by the Chairman of the Audit Committee, recommending the Scheme, as placed before the Board, be and is hereby accepted and noted.”

“RESOLVED FURTHER THAT for the purposes of SEBI Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017, as amended from time to time, the certificate, dated July 02, 2020, prepared by the Statutory Auditors of the Company, i.e., M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/IE300005), certifying that the accounting treatment contained in the Scheme is in compliance with all applicable accounting standards, as placed before the Board be and is hereby considered and approved.”

“RESOLVED FURTHER THAT the joint valuation report, dated July 02, 2020, issued by Price Waterhouse & Co. LLP Chartered Accountants and BSR & Associates LLP, Chartered

Head Office:
Motherson Sumi Systems Limited
C-14 A & B, Sector 1, Noida – 201301
Distt. Gautam Budh Nagar, U.P. India
Tel: +91-120-6752100, 6752278
Fax: +91-120-2521866, 2521966
Website: www.motherson.com
Email: investorrelations@motherson.com



Regd Office:
Motherson Sumi Systems Limited Unit –
705, C Wing, ONE BKC, G Block Bandra
Kurla Complex, Bandra East
Mumbai – 400051, Maharashtra (India)
Tel: 022-61354800, Fax: 022-61354801
CIN No.: L34300MH1986PLC284510

Accountants, and the valuation report, dated July 02, 2020, issued by Incwert Advisory Private Limited, a registered valuer (together, the "**Valuation Reports**"), as valuers of the Company, describing the methodology adopted by them in arriving at, and recommending, the Demerger Share Entitlement Ratio (*as defined in the Scheme*) and Merger Share Exchange Ratio (*as defined in the Scheme*), as placed before the Board, be and is hereby considered and approved."

"RESOLVED FURTHER THAT the fairness opinions, both dated July 02, 2020, issued by Axis Capital Limited, a SEBI Registered (Category-I) Merchant Banker and DSP Merrill Lynch Limited, a SEBI Registered (Category-I) Merchant Banker, providing the fairness opinion on the Demerger Share Entitlement Ratio (*as defined in the Scheme*) and Merger Share Exchange Ratio (*as defined in the Scheme*), recommended by Price Waterhouse & Co. LLP Chartered Accountants and BSR & Associates LLP, Chartered Accountants, in their joint valuation report dated July 02, 2020, as placed before the Board, be and is hereby taken on record."

"RESOLVED FURTHER THAT the pricing certificate, dated July 02, 2020, issued by the Statutory Auditors of the Company, i.e., M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/IE300005), certifying the computation of the minimum price at which the shares of the Company should be allotted to the shareholders of SAMIL, pursuant to the Scheme, in terms of the pricing provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018, as placed before the Board be and is hereby taken on record."

"RESOLVED FURTHER THAT BSE Limited be and is hereby chosen as the designated stock exchange for coordinating with SEBI and obtaining SEBI's comments/approval on the Scheme (including the Observation Letter / No Objection Letter) under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017, as amended from time to time."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 232(2)(c) of the Companies Act, 2013, the draft report explaining the effect of the arrangement pursuant to the Scheme, on each shareholder and key managerial personnel and laying out in particular, the share entitlement and share exchange ratios, specifying any special valuation difficulties, if any, is hereby approved and adopted and if required, be circulated to the shareholders/creditors of the Company along with the notice convening the meeting of the shareholders/creditors as may be directed by the NCLT."

"RESOLVED FURTHER THAT Mr. Pankaj Mital, Whole Time Director & COO, Mr. G.N. Gauba, Chief Financial Officer, Mr. Kunal Malani, Authorized Person, Mr. Alok Goel, Company Secretary and Mr. Aviral Khandelwal, Authorized Person be and are hereby jointly and severally authorised on behalf of the Company to take all such steps as are necessary in connection with the filing, approval and implementation of the Scheme, including:

- (a) To finalize and settle the Scheme and any other document and agreement required to implement the Proposed Transaction;
- (b) to carry out such modifications, revisions, amendments to the draft Scheme, as may be required by the shareholders, creditors, NCLT, SEBI, Stock Exchanges or any other governmental or regulatory authority;
- (c) to sign, file, submit or present the Scheme, along with ancillary applications, petitions, documents and instruments with the relevant stock exchanges, SEBI, the NCLT and any other governmental or regulatory authority or person, as may be required in connection with the Scheme, and to do any other act, deed or thing which may be



ancillary or incidental to the Scheme or which may otherwise be required for giving effect to any of the provisions contained in the Scheme;

- (d) to engage and/or authorise advisors including advocates, counsels, chartered accountants, merchant bankers and other persons as may be required in connection with the Scheme, from time to time;
- (e) to provide all information and clarifications to the Stock Exchanges and SEBI for obtaining approval / observations thereof to the Scheme and filing all relevant documents with the Stock Exchanges and SEBI, including valuation reports, fairness opinions, audit committee report recommending the Scheme, pre and post Scheme shareholding pattern of the Company, auditor's certificate(s), audited financials of the Company, etc., and to obtain/take delivery of the Observation Letter / No Objection Letter from the stock exchanges;
- (f) to represent the Company before the NCLT, Stock Exchanges, SEBI and any other governmental or regulatory authority, as may be required, and at the shareholders' meeting of the Resulting Company, if applicable, in its capacity as the shareholder of the Resulting Company, and provide the consent/approval on behalf of the Company as a shareholder of the Resulting Company, in relation to the Scheme, as may be necessary;
- (g) to do all such lawful acts, deeds and things as they may be deemed necessary and desirable in connection with the approval and sanction of the said Scheme by the NCLT;
- (h) to take all steps for calling and holding shareholders' and creditors' meetings through postal ballot and e-voting or physical meeting (as may be required) and executing and filing confirmation petitions, vakalatnams, affidavits, pleadings, advertisements, notices, reports and other applications, documents etc. with the NCLT or any other authority and issuing relevant advertisements, notices, explanatory statements, etc.;
- (i) to suitably inform, apply, make necessary filings and/or represent to the Central and/or State Governments and/or local authorities, as applicable, including to the Reserve Bank of India, Income Tax Authorities, Official Liquidator, jurisdictional Registrar of Companies, Regional Director, Employees' State Insurance Authority, Employees Provident Fund Authority and all other applicable authorities, agencies and/or to represent the Company before the said authorities and agencies and to sign and submit such application, letters, forms, returns, undertakings, declarations, deeds or documents ad to take all required steps and actions from time to time in connection with the above;
- (j) to communicate and correspond with the banks, institutions, investors, government authorities, local authorities and other authorities where required about the Scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit and proper for the purpose of giving effect to the above resolution;
- (k) to provide all relevant information that may be required by the advisors (including lawyers, merchant bankers and chartered accountants), issue reliance letter and / or management representations (as may be required by the advisors) and to obtain necessary certificates/opinions/letters from the advisors (including the auditors);



- (l) to incur such other expenses as may be necessary with regard to the Scheme, including payment of fees of the advocates, solicitors, merchant bankers, advisors, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- (m) to consider, approve, sign and execute all other documents, advertisements, announcements, disclosure, etc., in relation to the Scheme, which may be sent/required to be sent to any person, on behalf of the Company;
- (n) to take necessary action in relation to stamping of documents in connection with the Proposed Transaction;
- (o) take all such actions and steps in the above matters and to implement the Scheme, as may be required from time to time;
- (p) to approve/undertake such actions as may be considered necessary for implementation of the said Scheme after the same is sanctioned by the NCLT, including but not limited to, obtaining delivery of the order from the NCLT, authorization of entries to be made in the books of accounts in terms of the Scheme, making filings with the jurisdictional Registrar of Companies, Stock Exchanges, SEBI, depositories (NSDL/CSDL) and/or any other governmental authorities, and to undertake all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubt and difficulties and to do all such lawful acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- (q) to fix record date for the purpose of implementation of the sanctioned Scheme and effect accounting treatment in the books of accounts of the Company;
- (r) to make necessary disclosures to the Stock Exchanges (as may be required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015); and
- (s) to authorise the officers of the Company and/or any other persons to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc., including any modifications thereto, whether or not under the common seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid, without any further approval of the Board.”

“RESOLVED FURTHER THAT the Common Seal of the Company be affixed, to the engrossment of any deeds, agreements, documents, writings and instruments as may be required, in the presence of any Director of the Company who shall sign the same and Mr. G. N. Gauba, Chief Financial Officer or Mr. Alok Goel, Company Secretary of the Company, who shall countersign the same in token thereof in conformity with the provisions of Articles of Association of the Company.”

“RESOLVED FURTHER THAT in connection with the draft Scheme approved by the Board of Directors of the Company on July 2, 2020, Mr. Pankaj Mital, Whole Time Director & COO, Mr. G.N. Gauba, Chief Financial Officer and Mr. Alok Goel, Company Secretary, be and are hereby severally authorized to engage the services of the Statutory Auditors of the Company, including terms and conditions of such engagement, for availing any certification services, from time to time, under various statutes and regulations, including but not limited



to, the Companies Act, 2013, Securities & Exchange Board of India Act, 1992, its regulations, circulars and guidelines, listing agreements / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI regulations, Foreign Exchange Management Act, 1999 and allied rules, notifications and regulations, as may be applicable.”

Certified to be true
For MOTHERSON SUMI SYSTEMS LIMITED


Alok Goel
Company Secretary





Samvardhana Motherson International Limited

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED, HELD ON THURSDAY, 02ND DAY OF JULY, 2020, AT 9.25 A.M. HOURS THROUGH VIDEO CONFERENCING

"RESOLVED THAT pursuant to (a) the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") and the Rules made thereunder, including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (b) enabling provisions in the Memorandum of Association of the Company; (c) relevant provisions of the Income-tax Act, 1961; and (d) resolutions of the Audit Committee of the Company, at their meeting held on July 2, 2020, and subject to, (i) the approval of the requisite majority of the shareholders and creditors of the Company; (ii) such approvals as may be necessary to be obtained from any statutory / regulatory authorities; (iii) sanction of the Hon'ble National Company Law Tribunal, Mumbai bench ("**NCLT**"), (iv) such terms, conditions, modifications which may be prescribed by any of them while granting such approval, consent, permission and/or sanction; and (v) compliance with all applicable laws, regulations and circulars, the consent of the Board be and is hereby accorded to the composite scheme of amalgamation and arrangement to be entered into amongst Motherson Sumi Systems Limited ("**MSSL**"), Samvardhana Motherson International Limited ("**Company**"), a wholly owned subsidiary of the Company which is in the process of being incorporated under the name 'Motherson Sumi Wiring India Limited' ("**Resulting Company**") and their respective shareholders and creditors, to, (A) demerge the Domestic Wiring Harness Undertaking or DWH Undertaking (*as defined in the Scheme*) into the Resulting Company; and (B) amalgamate the Company with MSSL, by absorption, subsequent to the completion of the demerger referred to in (A), as stated in the draft Composite Scheme of Amalgamation and Arrangement ("**Scheme**") placed before the Board (the transaction being referred to herein after as the "**Proposed Transaction**")."

"RESOLVED FURTHER THAT in the opinion of the Board, the Scheme will be of advantage and be beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable."

"RESOLVED FURTHER THAT the joint valuation report, dated July 2, 2020, issued by Price Waterhouse & Co. LLP Chartered Accountants and BSR & Associates LLP, Chartered Accountants, and the valuation report, dated July 2, 2020, issued by Incwert Advisory Private Limited, a registered valuer (together, the "**Valuation Reports**"), as valuers of the Company, describing the methodology adopted by them in arriving at, and recommending, the Demerger Share Entitlement Ratio (*as defined in the Scheme*) and Merger Share Exchange Ratio (*as defined in the Scheme*), as placed before the Board, be and is hereby considered and approved."

"RESOLVED FURTHER THAT the fairness opinion, dated July 2, 2020, issued by Kotak Mahindra Capital Company Limited, a SEBI Registered (Category-I) Merchant Banker, providing the fairness opinion on the Merger Share Exchange Ratio (*as defined in the Scheme*) recommended by the valuers under the Valuation Reports, as placed before the Board, be and is hereby taken on record."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 232(2)(c) of the Companies Act, 2013, the draft report explaining the effect of the arrangement pursuant to the Scheme, on each shareholder and key managerial personnel and laying out in particular the share entitlement and share exchange ratios, specifying any special valuation difficulties,

Corporate Headquarters:

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Tel. No.: +91-120-6679500, Fax: +91-120-6679270
Website: www.smil.co.in / www.motherson.com
Email: smil@motherson.com



Registered Office:

Unit 705, C Wing, ONE BKC, C Block,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra, India - 400051.
Phone: +91-22-61354800, Fax: +91-22-61354801
CIN No.: U74900MH2004PLC287011



if any, is hereby approved and adopted and if required, be circulated to the shareholders/creditors of the Company along with the notice convening the meeting of the shareholders/creditors as may be directed by the NCLT.”

“**RESOLVED FURTHER THAT** Mr. Vivek Chaand Sehgal, Mr. Laksh Vaaman Sehgal, Mr. Vivek Avasthi, Mr. Sanjay Mehta, Directors of the company, Mr. Rohitash Gupta, Authorised Signatory, Mr. Kunal Malani, Authorised Signatory, Mr. Aviral Khandelwal, Authorised Signatory, Mr. Manish Kumar Goyal, Chief Financial Officer and Mr. Rajinder Kumar Bansal, Deputy Chief Financial Officer, Ms. Pooja Mehra, Company Secretary (“**Authorised Persons**”) are hereby jointly and severally authorized on behalf of the Company, to take all such steps as are necessary in connection with the filing, approval and implementation of the Scheme, including:

- (a) to finalize and settle the Scheme and any other document and agreement required to implement the Proposed Transaction;
- (b) to carry out such modifications, revisions and amendments to the draft Scheme, as may be required by the shareholders, creditors, NCLT, Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges, Reserve Bank of India (“**RBI**”) or any other governmental or regulatory authority;
- (c) to sign, file, submit or present the Scheme, along with ancillary applications, petitions, documents and instruments with the relevant stock exchanges, SEBI, NCLT, RBI and any other governmental or regulatory authority or person, as may be required in connection with the Scheme, and to do any other act, deed or thing which may be ancillary or incidental to the Scheme or which may otherwise be required for giving effect to any of the provisions contained in the Scheme;
- (d) engage and/or authorise advisors including advocates, counsels, chartered accountants, merchant bankers and other persons as may be required in connection with the Scheme, from time to time;
- (e) to provide all information and clarifications to MSSL for submission to the Stock Exchanges and SEBI, for obtaining approval / observations thereof to the Scheme;
- (f) to represent the Company before the NCLT and / or any other governmental or regulatory authority, as may be required;
- (g) to do all such lawful acts, deeds and things as they may be deemed necessary and desirable in connection with the approval and sanction of the said Scheme by the NCLT;
- (h) to take all steps for calling and holding shareholders' and creditors' meetings through postal ballot, e-voting or physical meeting (as may be required) and executing and filing confirmation petitions, vakalatnama, affidavits, pleadings, advertisements, notices, reports and other applications, documents, etc. with the NCLT or any other authority and issuing relevant advertisements, notices, explanatory statements, etc.;
- (i) to suitably inform, apply, make necessary filings and/or represent to the Central and/or State Governments and/or local authorities, as applicable, including to the RBI, Income Tax Authorities, Official Liquidator, jurisdictional Registrar of Companies, Regional Director, Employees' State Insurance Authority, Employees Provident Fund Authority and all other applicable authorities, agencies and/or to represent the Company before the said authorities and agencies and to sign and submit such application, letters, forms, returns, undertakings, declarations, deeds or

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documents and to take all required steps and actions from time to time in connection with the above;

- (j) to communicate and correspond with the banks, institutions, investors, government authorities, local authorities and other authorities, where required, about the Scheme and do all such acts, deeds, matters and things as may be, at their discretion, deem necessary or desirable for such purpose and the with power to settle any queries, difficulties or doubts that may arise in this regard, as they may in their absolute discretion deem fit and proper for the purpose of giving effect to the above resolution;
- (k) to provide all relevant information that may be required by the advisors (including lawyers, merchant bankers and chartered accountants), issue reliance letter and / or management representations (as may be required by the advisors) and to obtain necessary certificates/opinions/letters from the advisors (including the auditors);
- (l) to incur such other expenses as may be necessary with regard to the Scheme, including payment of fees of the advocates, solicitors, merchant bankers, advisors, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- (m) to consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. in relation to the Scheme, which may be sent/required to be sent to any person, on behalf of the Company;
- (n) to take necessary action in relation to stamping of documents in connection with the Proposed Transaction;
- (o) take all such actions and steps in the above matters and to implement the Scheme, as may be required from time to time;
- (p) to approve/undertake such actions as may be considered necessary for implementation of the said Scheme after the same is sanctioned by the NCLT, including but not limited to, obtaining delivery of the order from the NCLT, authorization of entries to be made in the books of account in term of the Scheme, making filings with the jurisdictional Registrar of Companies, depositories (NSDL/CSDL) and/or any other governmental authorities, and to undertake all other actions required for full and effective implementation of the sanctioned Scheme and to do all such lawful acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- (q) to fix record date for the purpose of implementation of the sanctioned Scheme; and
- (r) to authorise the officers of the Company and/or any other persons to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the common seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid, without any further approval of the Board.

“RESOLVED FURTHER THAT the Common Seal of the Company be affixed, to the engrossment of any deeds, agreements, documents, writings and instruments as may be required, in the presence of any Director of the Company and Mr. Rohitash Gupta,



Authorised Signatory/ Mr. Kunal Malani, Authorised Signatory/ Mr. Aviral Khandelwal, Authorised Signatory/ Mr. Manish Kumar Goyal, Chief Financial Officer/ Mr. Rajinder Kumar Bansal/ Deputy Chief Financial Officer/ Ms. Pooja Mehra, Company Secretary conformity with the provisions of Articles of Association of the Company who shall sign/counter sign the same in token thereof.”

“**RESOLVED FURTHER THAT** in connection with the draft Scheme approved by the Board of Directors of the Company on July 2, 2020, Mr. Vivek Chaand Sehgal, Mr. Laksh Vaaman Sehgal, Mr. Vivek Avasthi, Mr. Sanjay Mehta, Directors of the company, Mr. Rohitash Gupta, Mr. Kunal Malani, Mr. Aviral Khandelwal, Mr. Manish Kumar Goyal, Chief Financial Officer, Mr. Rajinder Kumar Bansal, Deputy Chief Financial Officer be and are hereby severally authorized to engage the services of the statutory auditors of the Company, including terms and conditions of such engagement, for availing any certification services, from time to time, under various statutes and regulations, including but not limited to, the Companies Act, 2013, its regulations, circulars and guidelines, RBI regulations, Foreign Exchange Management Act, 1999 and allied rules, notifications and regulations, as may be applicable.”

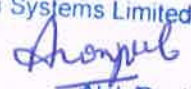
“**RESOLVED FURTHER THAT** the Certified copy(ies) of the above resolutions duly signed by any Director or Ms. Pooja Mehra, Company Secretary of the Company be submitted to the concerned authorities and they be requested to act upon the same.”

Certified to be true

For **SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED**



Name: Pooja Mehra
Designation: Company Secretary
Date: 21.07.2020
Place: Noida

For Motherson Sumi Systems Limited

Alok Goel
Company Secretary

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF MOTHERSON SUMI WIRING INDIA LIMITED HELD ON FRIDAY, 17TH DAY OF JULY, 2020.

“RESOLVED THAT pursuant to (a) the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**“Act”**) and the Rules made thereunder, including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (b) enabling provisions in the Memorandum of Association of the Company; and (c) relevant provisions of the Income Tax Act, 1961, and subject to, (i) approval of the requisite majority of the shareholders and creditors of the Company, unless such requirement is dispensed with by the Hon’ble National Company Law Tribunal, Mumbai bench (**“NCLT”**); (ii) such approvals as may be necessary to be obtained from any statutory / regulatory authorities; (iii) sanction of the NCLT, (iv) such terms, conditions, modifications which may be prescribed by any of them while granting such approval, consent, permission and/or sanction; and (v) compliance with all applicable laws, regulations and circulars, the consent of the Board be and is hereby accorded to the composite scheme of amalgamation and arrangement to be entered into amongst Motherson Sumi Systems Limited (**“MSSL”**), Samvardhana Motherson International Limited (**“SAMIL”**), Motherson Sumi Wiring India Limited (**“Company”**) and their respective shareholders and creditors, to, (A) demerge the Domestic Wiring Harness Undertaking or DWH Undertaking (*as defined in the Scheme*) of MSSL into the Company; and (B) amalgamate SAMIL with MSSL by absorption, subsequent to the completion of the demerger referred to in (A), as stated in the draft Composite Scheme of Amalgamation and Arrangement (**“Scheme”**) placed before the Board (the transaction being referred to herein after as the **“Proposed Transaction”**).”

“RESOLVED FURTHER THAT in the opinion of the Board, the Scheme will be of advantage and be beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.”

“RESOLVED FURTHER THAT the joint report, dated July 2, 2020, prepared by Price Waterhouse & Co. LLP Chartered Accountants and BSR & Associates LLP, Chartered Accountants, and the valuation report, dated July 2, 2020, prepared by Incwert Advisory Private Limited, a registered valuer (together, the **“Valuation Reports”**), obtained by MSSL and SAMIL, describing the methodology adopted by them in arriving at, and recommending, the Demerger Share Entitlement Ratio (*as defined in the Scheme*) and Merger Share Exchange Ratio (*as defined in the Scheme*), as placed before the Board, be and is hereby considered and approved.”

“RESOLVED FURTHER THAT the fairness opinions, both dated July 2, 2020, issued by Axis Capital Limited, a SEBI Registered (Category-I) Merchant Banker and DSP Merrill Lynch Limited, a SEBI Registered (Category-I) Merchant Banker, respectively, to MSSL, providing the fairness opinions on the Demerger Share Entitlement Ratio (*as defined in the Scheme*) and Merger Share Exchange Ratio (*as defined in the Scheme*) recommended by the valuers in the Valuation Reports, as placed before the Board, be and is hereby considered and approved.”

“RESOLVED FURTHER THAT the draft of the certificate prepared by the Statutory Auditors of the Company, i.e. M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/IE300005), certifying that the accounting treatment contained in the Scheme is in compliance with all applicable accounting standards, as placed before the Board be and is hereby considered and approved.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 232(2)(c) of the Companies Act, 2013, the draft report explaining the effect of the arrangement pursuant to the



Scheme, on each shareholder and key managerial personnel and laying out in particular, the share entitlement ratio, specifying any special valuation difficulties, if any, is hereby approved and adopted and if required, be circulated to the shareholders/ creditors of the Company along with the notice convening the meeting of the shareholders/ creditors as may be directed by the NCLT."

"RESOLVED FURTHER THAT Mr. Sanjay Mehta, Mr. Kunal Malani, Directors, Mr. Alok Goel and Mr. Aviral Khandelwal, Authorized Persons of the Company ("**Authorized Persons**") are hereby severally authorized in this regard to:

- (a) to finalize and settle the Scheme and any other document and agreement required to implement the Proposed Transaction;
- (b) to carry out such modifications, revisions, amendments to the draft Scheme, as may be expedient or necessary, at their discretion, and/or as required by the shareholders, creditors, NCLT, Securities and Exchange Board of India ("**SEBI**"), stock exchanges, Reserve Bank of India ("**RBI**") or any other governmental or regulatory authority, or make any other modifications to the Scheme as they may consider necessary or as may be required;
- (c) to sign, file, submit or present the Scheme, along with ancillary applications, petitions, documents and instruments with the relevant stock exchanges, SEBI, NCLT, RBI and any other governmental or regulatory authority or person, as may be required in connection with the Scheme, and to do any other act, deed or thing which may be ancillary or incidental to the Scheme or which may otherwise be required for giving effect to any of the provisions contained in the Scheme;
- (d) engage and/or authorise advisors including advocates, counsels, chartered accountants, merchant bankers and other persons as may be required in connection with the Scheme, from time to time;
- (e) to provide all information, documents and clarifications, as may be required by MSSL for submission to the stock exchanges and SEBI for obtaining approval / observations thereof for the Scheme;
- (f) to represent the Company before the NCLT any other governmental or regulatory authority, as may be required;
- (g) to do all such lawful acts, deeds and things as they may be deemed necessary and desirable in connection with the approval and sanction of the said Scheme by the NCLT, including but not limited to filing of application before the Hon'ble NCLT seeking dispensation of the meeting of the shareholders and creditors of the Company, filing and executing necessary applications, forms, advertisements, notices, vakalatnamas, affidavits, letters, deeds, instruments, etc., as may be required, for the purpose of obtaining approval for the Scheme from the NCLT;
- (h) if the dispensation from holding meetings of shareholders/creditors of the Company is not granted by the NCLT, then to take all steps for calling and holding shareholders' and creditors' meetings through postal ballot or e-voting or physical meeting (as may be required) and filing and executing advertisements, notices, reports and other applications, documents, etc. with the NCLT or any other authority and issuing relevant advertisements, notices, explanatory statements, etc.;
- (i) to suitably inform, apply, make necessary filings and/or represent to the Central and/or State Governments and/or local authorities, as applicable, including to the RBI, Income



Tax Authorities, Official Liquidator, jurisdictional Registrar of Companies, Regional Director, Employees' State Insurance Authority, Employees Provident Fund Authority and all other applicable authorities, agencies and/or to represent the Company before the said authorities and agencies and to sign and submit such application, letters, forms, returns, undertakings, declarations, deeds or documents ad to take all required steps and actions from time to time in connection with the above;

- (j) to communicate and correspond with the banks, institutions, investors, government authorities, local authorities and other authorities where required about the Scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit and proper for the purpose of giving effect to the above resolution;
- (k) to provide all relevant information that may be required by the advisors (including lawyers, merchant bankers and chartered accountants), issue reliance letter and / or management representations (as may be required by the advisors) and to obtain necessary certificates/opinions/letters from the advisors (including the auditors);
- (l) to incur such other expenses as may be necessary with regard to the Scheme, including payment of fees of the solicitors, merchant bankers, advisors, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- (m) to consider, approve, sign and execute all other documents, advertisements, announcements, disclosure, etc. in relation to the Scheme, which may be sent/required to be sent to any person, on behalf of the Company;
- (n) To take necessary action in relation to stamping of documents in connection with the Proposed Transaction;
- (o) Take all such actions and steps in the above matters and to implement the Scheme, as may be required from time to time;
- (p) to approve/undertake such actions as may be considered necessary for implementation of the said Scheme after the same is sanctioned by the NCLT, including but not limited to, obtaining delivery of the order from the NCLT, authorization of entries to be made in the books of account in term of the Scheme, making filings with the jurisdictional Registrar of Companies, depositories (NSDL/CSDL) and/or any other governmental authorities, and to undertake all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubt and difficulties and to do all such lawful acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- (q) to authorise the officers of the Company and/or any other persons to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the common seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid, without any further approval of the Board.





- (r) to give such directions as they may consider necessary or advisable to settle any question or difficulty arising under the Scheme or in regard to the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law); and
- (s) to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any creditor, NCLT and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto."

"RESOLVED FURTHER THAT the Common Seal of the Company be affixed, to the grossment of any deeds, agreements, documents, writings and instruments as may be required, in the presence of any one Director of the Company who shall sign the same and Mr. Alok Goel or Mr. Aviral Khandelwal, Authorized person who shall countersign the same in token thereof in conformity with the provisions of Articles of Association of the Company."

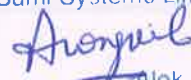
"RESOLVED FURTHER THAT the Certified copy(ies) of the above resolution duly signed by any Director or Company Secretary of the Company be submitted to the concerned authorities and they be requested to act upon the same."

For Motherson Sumi Wiring India Limited

Sanjay Mehta
Director



For Motherson Sumi Systems Limited


Alok Goel
Company Secretary